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Division of Corporations

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CLERK OF DISTRICT COURT  
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
BAY LINEN, INC.**

Pursuant to Sections 617.1002 and 617.1007(4) of the Florida Statutes, the member(s) and the trustees of Bay Linen, Inc. (the "Corporation"), consented to and adopted these Amended and Restated Articles of Incorporation of the Corporation which Articles of Incorporation were originally filed on September 28, 1990.

**ARTICLE I**

**NAME**

The name of this Corporation shall be Bay Linen, Inc. The principal place of business of the Corporation shall be 11525 47<sup>th</sup> Street, N., Clearwater, FL 33762.

**ARTICLE II**

**PURPOSES**

The general nature of the subjects and purposes of this Corporation shall be:

1. To engage in cooperative activity for the mutual benefit of its members in connection with the development, acquisition, construction and operation of a laundry facility, and to confer benefits upon its Members in conformity with such cooperative activities by providing, without limitation, quality services at the lowest practicable net cost to Members.
2. To purchase, lease, or in any manner acquire, hold, maintain, mortgage, pledge, sell or in any manner dispose of any and all real and personal property which may be necessary, useful or convenient to carry out and accomplish any of the purposes of the Corporation.
3. To engage in any other activity permitted for a corporation organized under Chapter 617, Florida Statutes (or any similar successor statutes) and under the laws of the United States of America and the State of Florida.

**ARTICLE III**

**MEMBERSHIP**

**A. Eligibility and Powers:**

Any person or entity meeting the requirements set out in the Bylaws shall be eligible for regular membership in the Corporation, subject to unanimous approval by the Board of Directors of the Corporation. An entity shall have one individual designated as its representative for the purpose of voting and other representation. Members shall be oriented toward assisting the

Corporation in furtherance of its stated purposes. All such Members shall have like powers with respect to voting. The Board of Directors of the Corporation shall have the power to create separate special classes of membership for the purpose of setting membership fees or dues and to insure such representation as the Board finds to be appropriate, such separate classes, positions or bodies to hold such powers and responsibilities and be subject to such restrictions as may be specifically designated by the Board, pursuant to the terms and conditions provided in the Bylaws.

**B. Termination of Membership:**

1. **Resignation:** Any Member may resign from membership in the Corporation at any time by written resignation delivered or mailed to the Secretary of the Corporation, which resignation shall be effective upon receipt thereof or such later date as may be specified in the notification.

2. **By Membership Action:** Membership may be terminated by a unanimous vote of all Members, exclusive of the vote of the Member whose termination is at issue; provided, however, Membership shall not be so terminated unless any laundry service or other agreement between such Member or such Member's affiliate and the Corporation is also terminated simultaneously with or prior to such termination of Membership. Such termination shall be effective upon the mailing of a written notice thereof to the Member whose membership is so terminated.

3. **By Default under Agreements:** Membership shall be terminated upon mailing of written notice by the Corporation to a Member of a material default by such Member or its affiliate under any laundry service or other agreement between such Member or such Member's affiliate and the Corporation; provided, however, membership shall not be so terminated upon the unanimous vote of all Members, exclusive of the vote of the Member whose termination is at issue, not to terminate such membership. For purposes of these Articles, affiliate means a person or entity (i) that directly or indirectly through one or more intermediaries, controls, is controlled by or is under common control with a Member, (ii) that was formed and operates for the direct or indirect benefit of a Member or (iii) for which a Member was formed and is operated to benefit.

4. **By Change of Control:** Membership shall be terminated upon a change, directly or indirectly, in the ownership or rights to, or a series of such changes which in the aggregate are, more than fifty percent (50%) of the equity, membership or voting rights or interests of a Member after first being admitted to membership; provided, however, membership shall not be so terminated if the change or series of changes is approved by a unanimous vote of the Members, exclusive of the vote of the Member whose termination is at issue.

**C. Voting:**

Each Member, including corporate Members, of the Corporation shall have one vote on any matter on which Members are granted a voting privilege under these Articles of Incorporation, the Bylaws of the Corporation, any applicable statute or rule of law. Each Member of the Corporation shall constitute a voting group for purposes of the Florida Not for

Profit Corporation Act and the appointment, election and removal of Directors, and for purposes of filling vacancies on the Board of Directors and determining the term of office of Directors.

D. Transferability:

Membership in the Corporation shall be non-transferable, except to a person or entity who directly or indirectly, through one or more intermediaries, is controlled by the transferring Member.

ARTICLE IV

TERM OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE V

INCORPORATOR

The name and address of the Incorporator to the original Articles of Incorporation is:

Joel M. Ellis  
c/o St. Joseph's Hospital, Inc.  
3001 Dr. Martin Luther King, Jr. Boulevard  
Tampa, Florida 33607

ARTICLE VI

MANAGEMENT

(A) The affairs of the Corporation shall be managed by its Board of Directors, which shall consist of not less than 4 individuals. The number may be changed from time to time as provided in the Bylaws.

(B) The method of election of Directors and the method of filling vacancies occurring on the Board shall be as provided in the Articles and Bylaws of the Corporation.

(C) Each Member of the Corporation shall designate two (2) Directors by providing written notification to the Corporation at any time and from time to time.

(D) The Member which appointed a director shall be empowered to remove such director from the Board without the consent of any other Member, and with or without cause.

(E) If a vacancy occurs in the position held by a Director appointed by a Member, such Member shall designate a new Director to fill such vacancy by providing written notification to the Corporation.

**ARTICLE VII**

**INITIAL OFFICERS**

The officers of the Corporation shall include a President, a Secretary and a Treasurer. The Corporation may have additional officers, assistant officers and agents, including without limitation, one or more Senior, Assistant or other Vice-Presidents, an Assistant Secretary and an Assistant Treasurer. The officers shall be appointed, removed and hold office as provided in the Bylaws. The officers shall have such powers and responsibilities as provided in the Bylaws.

**ARTICLE VIII**

**BOARD OF DIRECTORS**

Subject to the rights reserved to the Members, the business affairs of the Corporation will be managed by or under the direction of the Corporation's Board of Directors. Except as otherwise provided in these Articles of Incorporation, provisions for membership, qualifications, manner of election and removal, term of office, time and place of meetings, and powers and duties of the Board of Directors shall be governed by the Bylaws of the Corporation.

**ARTICLE IX**

**REGISTERED OFFICE AND AGENT**

The registered agent of the Corporation is Mark. J. Hoenemeyer at the Corporation's registered office at 11525 47<sup>th</sup> Street North, Clearwater, Florida 33762.

**ARTICLE X**

**BYLAWS**

The Bylaws of the Corporation may be altered, amended, added to or rescinded upon the unanimous consent of the Members at any regular or special meeting thereof or by unanimous written consent of the Members.

**ARTICLE XI**

**AMENDMENTS**

The Corporation reserves the right to amend these Articles of Incorporation at any regular or special meeting of the Members by the vote of all of the Members as provided in the Bylaws and in accordance with the laws of the State of Florida.

**ARTICLE XII**

**DISTRIBUTIONS ON LIQUIDATION OR DISSOLUTION**

Upon dissolution of this Corporation, or the liquidation of its assets, whether voluntary or involuntary or by operation of law, except as and to the extent otherwise required by law, the net assets remaining after the payment of all of the liabilities of the Corporation shall be distributed to the Members equally to the fullest extent permitted by law. The Board of Directors shall determine the manner and time of any such distribution(s) and whether such distribution(s) is made in kind or as a distribution of proceeds of a disposition of any or all of the assets of the Corporation; provided, the rights of all Members shall be equal and such distributions shall be substantially the same in all respects to the fullest extent practicable.

These Amended and Restated Articles of Incorporation were adopted by the Members of the Corporation on June 26, 2014, and the number of votes cast in favor of the amendment and restatement was sufficient for approval.

IN WITNESS WHEREOF, the President of the Corporation has executed these Amended and Restated Articles of Incorporation on this twenty-sixth day of June, 2014.

BAY LINEN, INC.

By: 

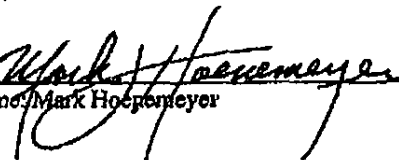
Mark Hoenes, CEO

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named as registered agent to accept service of process on behalf of Bay Linen, Inc. (the "Corporation"), at the place designated in the Amended and Restated Articles of Incorporation of the Corporation, the undersigned hereby states that he is familiar with and accepts the appointment as registered agent and agrees to act in this capacity.

Dated this twenty-sixth day of June, 2014.

By:

  
Name: Mark Hoerner